



UNISHKA

Code of Conduct



April 2020

FOREWORD

Integrity is fundamental to UNISHKA. Above all other values, integrity determines the strength of the company and the strength of each of us individually. At UNISHKA everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Again, ultimately, our actions are what matters.

To make our Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues. Managers should not consider employees' ethics concerns as threats or challenges to their authority, but rather as another encouraged form of business communication. At UNISHKA, we want the ethics dialogue to become a natural part of daily work.

Employees are encouraged, in the first instance, to address ethical issues with their managers or the HR manager, as most problems can be resolved swiftly. If for any reason that is not possible or if an employee is not comfortable raising the issue with his or her manager or HR, UNISHKA's President operates with an open-door policy.

Rest assured, UNISHKA will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the company will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns in good faith.

Finally, we all deserve to work in an environment where we are treated with dignity and respect. UNISHKA is committed to creating such an environment because it brings out the full potential in each of us, which contributes directly to our business success. In a company as small as ours, we cannot afford to let anyone's talents go to waste.

UNISHKA takes seriously the standards set forth in the Code, and violations are cause for disciplinary action up to and including termination of employment.



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30 April 2020

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1 CODE OF CONDUCT

1.1 Introduction

This Code of Conduct outlines the governing norms, rules, responsibilities and practices for all UNISHKA Personnel. This Code of Conduct is not intended to be exhaustive but is intended to guide ethical business practice and behavior. Other UNISHKA policies provide more detailed guidance (*e.g.* the Conflict of Interest Policy; the Ethics Policy; the Affirmative Action Policy; the Compliance Manual; the Employee Manual; the Cybersecurity Manual; and the Safety Manual).

Managers have a special duty to promote a culture of ethics and compliance by:

- ◆ Ensuring that all Personnel understand their responsibilities under this Code of Conduct and other company policies.
- ◆ Fostering an environment where employees feel comfortable raising concerns without fear of retaliation.
- ◆ Reporting any discussion or attempt to achieve business success by subordinating ethical conduct.

1.2 Expectations

The following behavior is expected of all Personnel:

- ◆ Exercise consideration and respect in speech and actions.
- ◆ Attempt collaboration before conflict.
- ◆ Never engage in harassing, offensive, disrespectful or retaliatory conduct.
- ◆ Whenever possible, make clear when a behavior is not wanted and demand that the person stop.
- ◆ Whenever possible, intervene in the presence of bad behavior (call out) being mindful of the safety of the victim and observing best practices of “bystander intervention”.
- ◆ Anyone asked to stop any harassing behavior is expected to comply immediately.
- ◆ Be mindful of your surroundings and report immediately if you notice a dangerous situation or someone in distress
- ◆ Report if you witness any violations of this Code of Conduct, even if they seem inconsequential. Any individual who witnesses harassment or discrimination and does not report it to the appropriate channels or any member of management who neglects to take action against harassment or discrimination, is considered complicit in the behavior.
- ◆ Anyone in a position of leadership who becomes aware of a person experiencing mistreatment such as discrimination, harassment, or abuse, is required to take reasonable steps to prevent the mistreatment.
- ◆ Base employment decisions on job qualifications and merit, such as education, experience, skills and demonstrated results.

1.3 The Law

UNISHKA's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each of us must have an understanding of the company policies, laws, rules, and regulations that apply to our specific roles. If we are unsure of whether a contemplated action is permitted by law or UNISHKA policy, we should seek advice. We are responsible for preventing violations of law and for speaking up if we see possible violations.

1.4 Gifts, Gratuities and Business Courtesies

UNISHKA is committed to competing solely on the merit of our services. UNISHKA Personnel must avoid any actions that create a perception that Personal or Business Courtesies are given in exchange for favorable treatment. Business courtesies include gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom UNISHKA does or may do business. We will neither give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of UNISHKA or its clients, or would cause embarrassment or reflect negatively on UNISHKA's reputation.

1.4.1 Accepting Gifts, Gratuities or Business Courtesies

Employees may accept unsolicited gifts, other than money, that conform to the reasonable ethical practices of the marketplace, including but not limited to:

- ◆ Flowers, fruit baskets and other modest presents that commemorate a special occasion.
- ◆ Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).

Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom UNISHKA does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$100 may not be accepted unless approval is obtained from management.

Employees with questions about accepting business courtesies should talk to their managers or request guidance from the Compliance Committee.

1.4.2 Offering Gifts, Gratuities or Business Courtesies

Any employee who offers a business courtesy must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon UNISHKA. An employee may never use personal funds or resources to do something that cannot be done with UNISHKA resources. Accounting for business courtesies must be done in accordance with approved company procedures.

Other than to government officials, for whom "special rules" apply, we may provide nonmonetary gifts (i.e., holiday gifts, company logo apparel or similar promotional items) to our customers. Further, management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:

- ◆ The practice does not violate any law or regulation or the standards of conduct of the recipient's organization.

- ◆ The business courtesy is consistent with industry practice, is infrequent in nature and is not lavish.
- ◆ The business courtesy is properly reflected on the books and records of UNISHKA.

1.5 Transactions Involving Government Officials

The global nature of our business often requires that we interact with officials of various governments around the world. Transactions with government officials are covered by special rules and are not the same as conducting business with private parties. Consult the company Legal Advisor or Compliance Coordinator to be certain that you are aware of, understand, and abide by these rules. In general, do not offer anything to a government official—directly or indirectly—in return for favorable treatment. You must obtain prior written approval from the Compliance Committee before providing anything of value to a government official.

1.6 Anti-Bribery

Many countries, such as the United States and the United Kingdom, have passed legislation criminalizing bribery of government officials. The sanctions for violating these laws can be severe, including significant individual and corporate fines and imprisonment.

Bribes of Any Kind are Prohibited. A bribe is giving or offering to give anything of value to a government official to influence a discretionary decision. Examples of bribes include payment to a government official to encourage a decision to award a contract or to influence the outcome of a government audit.

Gifts, gratuities and business courtesies to government officials (or their immediate families) may be made only in compliance with government regulations, this policy, and any procedures implemented pursuant to this policy.

It is recommended that gifts not be made to an individual government official but to an office or department. Cash gifts are strictly prohibited (without exception); although donations to a charity in the name of a government official may be permissible so long as it does not exceed the maximum allowable value. The maximum allowable value for a gift, gratuity or business courtesy to a government official or an immediate family member may not exceed \$20. The total value of all gifts to a government official and all immediate family members may not exceed \$50 in a calendar year.

Advertising such as pens, cups, calendars or similar swag that are distinctively marked with “UNISHKA” or the UNISHKA Logo are permissible *de minimus* gifts for government officials.

Prior to a gift being made to a government official, the Compliance Committee must determine that such gift complies with applicable law and with the UNISHKA Code of Conduct.

Retaining a government official (as an agent, lobbyist, consultant, etc.) may be permissible in very limited circumstances, and must be handled with great caution. Such relationships must be structured so that they meet the requirements of the applicable law. No such relationship may be negotiated without the input and approval of the company Legal Advisor and Compliance Committee.

1.7 Facilitation Payments

A facilitation payment is typically made to government officials in order to speed up or secure routine government actions. While some jurisdictions may allow for facilitation payments, as a matter of UNISHKA policy any form of bribery, kickback, payoff, corruption, or facilitation payments (sometimes referred to as grease payments) are prohibited.

1.8 Meals, Refreshments and Entertainment

UNISHKA Personnel may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:

- ◆ They are not inappropriately lavish or excessive.
- ◆ The courtesies are not frequent and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
- ◆ The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- ◆ The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.

1.9 Use of Company Resources

Company resources, including time, material, equipment and information, are provided for company business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause a disruption to the workplace.

Employees and those who represent UNISHKA are trusted to behave responsibly and use good judgment to conserve company resources. Managers are responsible for the resources assigned to their departments and are empowered to resolve issues concerning their proper use.

Generally, we will not use company equipment such as computers, copiers and fax machines in the conduct of an outside business or in support of any religious, political or other outside daily activity, except for company-requested support to nonprofit organizations.

In order to protect the interests of the UNISHKA network and our fellow employees, UNISHKA reserves the right to monitor or review all data and information contained on an employee's company-issued computer or electronic device, the use of the Internet or UNISHKA's intranet. We will not tolerate the use of company resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate.

Questions about the proper use of company resources should be directed to your manager. Additional information may be found in the Employee Manual and the Cybersecurity Manual.

1.10 Fair Competition

We are dedicated to ethical, fair and vigorous competition. We market UNISHKA services based on their merit, superior quality, functionality and competitive pricing. We will make independent pricing and marketing decisions and will not improperly cooperate or coordinate our activities with our

competitors. We will not offer or solicit improper payments or gratuities in connection with the purchase of goods or services for UNISHKA or the sales of its products or services, nor will we engage or assist in unlawful boycotts of particular customers.

1.11 Selective Disclosure

UNISHKA will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to UNISHKA, its securities, business operations, plans, financial condition, results of operations or any development plan. Staff should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

1.12 Accurate Public Disclosures

UNISHKA will make certain that all disclosures made in financial reports and public documents are full, fair, accurate, timely and understandable. This obligation applies to all employees, including all financial executives, with any responsibility for the preparation for such reports, including drafting, reviewing and signing or certifying the information contained therein. No business goal of any kind is ever an excuse for misrepresenting facts or falsifying records.

UNISHKA Personnel should inform Executive Management and the Compliance Committee if they learn that information in any filing or public communication was untrue or misleading at the time it was made or if subsequent information would affect a similar future filing or public communication.

1.13 Corporate Recordkeeping

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered in our electronic systems in accordance with UNISHKA policies, applicable accounting principles and regulatory requirements.

We must not improperly influence, manipulate or mislead any authorized audit, nor interfere with any auditor engaged to perform an internal independent audit of UNISHKA books, records, processes or internal controls.

Additional information concerning corporate recordkeeping may be found in the *Data Retention and Disposal Policy*; *Confidentiality and Information Security Manual*; *Cybersecurity Manual*, *Accounting Procedures Manual*; and *Compliance Manual*.

1.14 Accountability

UNISHKA holds all Personnel responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if uncertain about company policy. If any staff member is concerned about whether the standards are being met or become aware of violations of this Code, they must expeditiously contact the Compliance Committee.

Personnel should never:

- ◆ Threaten or retaliate against any individual or employee who has refused to commit a bribery offence or who has raised concerns under this policy;

- ◆ Engage in any activity that might lead to a breach of this policy or perceived breach of this policy.

Personnel should always:

- ◆ Notify your manager, the Compliance Committee (or Coordinator) or Human Resources in writing as soon as possible if you are offered a bribe, are asked to make a bribe, suspect a bribe has been or will be paid, or believe that you are a victim of another form of unlawful activity.
- ◆ Read, understand and comply with this policy; avoid any activity that might lead to, or suggest, a breach of this policy.

1.15 Confidential and Proprietary Information

It is important that UNISHKA Personnel respect the property rights of others. UNISHKA Personnel will not acquire or seek to acquire by improper means a competitor's trade secrets or other proprietary or confidential information. UNISHKA Personnel will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Integral to UNISHKA's business success is our protection of confidential company information, as well as nonpublic information entrusted to us by employees, customers and other business partners. Confidential information includes but is not limited to such things as pricing and financial data, customer names/addresses or nonpublic information about other companies, including current or potential supplier and vendors. UNISHKA will not disclose confidential and nonpublic information without a valid business purpose and proper authorization.

See UNISHKA's Confidential and Information Security Policy for more information.

1.16 Political and Civic Activities

Employees are encouraged to actively participate in political and civic activities. It is important, however, that by doing so there is no suggestion to a third party that the employee is acting on behalf of, or with the support of, UNISHKA. To avoid any misunderstanding, no UNISHKA employee should permit his or her UNISHKA affiliation to be noted in any outside organization's materials or activities (except job title) without the express written approval of a member of senior management.

1.17 Anti-Harassment / Anti-Bullying

UNISHKA is built on a foundation of respect. Consequently, no Personnel shall engage, support, or allow any form of harassment or bullying in the workplace. Any form of harassment or bullying are grounds for disciplinary action.

Harassment can be any offensive act, comment or display that humiliates, insults or causes embarrassment, or any act of intimidation or threat. This includes but is not limited to:

- ◆ Serious or repeated rude, degrading or offensive remarks or forms of **disparagement humor**;
- ◆ Displaying racist, sexist, or other offensive pictures, posters, signs, etc. that reinforce stereotypes or prejudice;

- ◆ Actions or activities that intentionally perpetuate discrimination against a Protected Group.

Workplace bullying is a persistent pattern of mistreatment from others in the workplace that causes either physical or emotional harm. It can include such tactics as verbal, nonverbal, psychological, physical abuse or humiliation.

1.17.1 Sexual Harassment

Any sexually inappropriate comments, actions or activities that make the workplace uncomfortable or intolerable are prohibited. These do not have to be directed at a specific person and might include:

- ◆ Unwelcome remarks, lewd, sexually explicit or offensive language, obscene gestures or physical contact;
- ◆ A request for sexual favors in exchange for work-related matters;
- ◆ Retaliation for rejection of sexual overtures;
- ◆ Display or circulation of offensive, derogatory or sexually explicit pictures or other materials;
- ◆ Offensive or derogatory jokes or comments.
- ◆ A pattern of inappropriate social contact, such as requesting/assuming inappropriate levels of intimacy with others, or continued one-on-one communication after requests to stop

Any form of sexual harassment or bullying should be reported to the Human Resources Department immediately are grounds for disciplinary action up to and including dismissal.

1.18 Workplace Violence and Abusive Behavior

Workplace violence is any act or threat of physical violence, harassment, intimidation, or other threatening disruptive behavior that occurs in association with work. It ranges from threats and verbal abuse to physical assaults and may include bullying, intimidation, stalking use of physical force or behavior that creates a disturbance or is dangerous. No Personnel shall engage in sexual exploitation or abuse of any kind.

Any form of workplace violence is grounds for disciplinary action and should immediately reported to the Human Resources Department.

1.19 Anti-Trafficking & Slavery

Worldwide, 28% of trafficking victims are children and 71% are women and girls forced into trafficking for sexual exploitation. UNISHKA is strongly committed to supporting and maintaining the highest standards of ethical conduct and respect for human rights. Therefore, UNISHKA prohibits Trafficking in Persons as defined in the Protocol to Prevent, Suppress, and Punish Trafficking in Persons, especially Women and Children, supplementing the UN Convention against Transnational Organized Crime. No Personnel employed by UNISHKA shall: engage in any form of trafficking in persons, procure a commercial sex act, or use forced labor or child labor.

1.20 Environmental Sustainability

UNISHKA is committed to building a better world.

Sustainability is an integral part of who we are and what we do every single day. We recognize that social evolution involves a balance of environmental stewardship, social responsibility and economic growth. To enhance our environmental sustainability, UNISHKA has committed to the six objectives of the *UN Global Compact – CEO Water Mandate*.

1.21 Do the Right Thing

Employees should at all times conduct themselves in such a way as to enhance the reputation of UNISHKA.

UNISHKA will support employees who become aware of and are willing to report breaches of this policy or who genuinely believe that a breach is occurring, has occurred or is likely to occur within the business. Employees should raise the issue internally with their manager, supervisor or the Human Resources Department.

This Code of Conduct is intended to underpin and clarify standards required by UNISHKA of its Personnel. The Code of Conduct forms a fundamental part of the employment contract. Staff who fail to comply with the guidance detailed in this Policy could be subject to disciplinary action up to and including dismissal.

2 REPORTING CODE OF CONDUCT VIOLATIONS

2.1 Reporting

If you are subject to, witness, or suspect discrimination or harassment please contact the Human Resources department. If you suspect any other Code of Conduct concern, please contact the Compliance Coordinator. UNISHKA respects confidentiality requests for the purpose of protecting victims of abuse or harassment.

2.2 Consequences of Code Violations

Personnel who violate this Code of Conduct may be subject to disciplinary action including:

- ◆ An oral or written warning
- ◆ Formal or informal disciplinary action
- ◆ Termination of Employment or business relationship

2.3 Investigations

UNISHKA takes all reports of possible misconduct seriously. We will investigate the matter confidentially, make a determination whether this Code or any law has been violated, and take appropriate corrective action. If you become involved in an investigation involving this Code of Conduct, cooperate fully and answer all questions completely and honestly.

2.4 Protection from Retaliation

UNISHKA values the help of employees who identify potential problems that the Company needs to address. Retaliation against any employee who speaks up in good faith, or who participates in good faith in the handling or investigation of a complaint is prohibited. Retaliation includes but is not limited to separation, demotion, suspension, loss of benefits, threats, harassment, or discrimination.

2.4.1 Honest Reporting

Honest reporting does not mean that you have to be right when you raise a Code of Conduct concern; you just have to believe that the information you are providing is accurate. UNISHKA will protect any employee who raises a concern honestly, but it is a violation of the Code to knowingly make a false accusation, lie to an investigator, or interfere or refuse to cooperate with a Code investigation.

3 DEFINITIONS

3.1 Protected Class

- ◆ Race
- ◆ Color
- ◆ Religion, creed or lack thereof
- ◆ National origin or ancestry
- ◆ Sex
- ◆ Age
- ◆ Physical or mental disability
- ◆ Veteran status
- ◆ Genetic information
- ◆ Citizenship

3.2 Additional Protected Classes Under Company Policy

- ◆ Nationality
- ◆ Immigration status
- ◆ Language
- ◆ Sexual orientation
- ◆ Gender
- ◆ Gender identity
- ◆ Gender expression
- ◆ Pregnancy
- ◆ Child birth
- ◆ Medical condition
- ◆ Physical appearance
- ◆ Body size
- ◆ Economic status
- ◆ Social class



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